

APR 12 '13 -2 35 PM

# FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

www.firstunionrail.com

*Via Federal Express*

April 10, 2013

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W , Suite 100  
Washington, DC 20423-0001  
Re. Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 10, 2013 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

**Lessor:** First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

**Lessee:** Northdown Industries Inc.  
1599 Hurontario St , Ste 300  
Mississauga, ON L5G 4S1

A description of the railroad equipment covered by the enclosed document is for fifty (50) hopper cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosure  
(NOR1001)

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ASSGN NO NOR1001SF

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of January, 2013, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Northdown Industries Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of January 10<sup>th</sup>, 2013, (the "Lease") and Rider No 1 thereto dated as of Jan 10<sup>th</sup>, 2013, (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation)

LESSOR:

FIRST UNION RAIL CORPORATION

Name. Susan A. BarrieTitle. Regional Vice President, SalesSignature: 

LESSEE:

NORTHDOWN INDUSTRIES INC

Name: Sue SriTitle. Executive V. P.Signature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**           Fifty (50).

**DESCRIPTION OF CARS**     4750 cu. ft Covered Hopper Cars.

**CAR NUMBERS.**

1	NDYX	815232	26	NDYX	825095
2	NDYX	815274	27	NDYX	825098
3	NDYX	815276	28	NDYX	825101
4	NDYX	815341	29	NDYX	825102
5	NDYX	815344	30	NDYX	825104
6	NDYX	815474	31	NDYX	825107
7	NDYX	815480	32	NDYX	825110
8	NDYX	815494	33	NDYX	825116
9	NDYX	816401	34	NDYX	825118
10	NDYX	816418	35	NDYX	825120
11	NDYX	816438	36	NDYX	825125
12	NDYX	821061	37	NDYX	825725
13	NDYX	821675	38	NDYX	825730
14	NDYX	822359	39	NDYX	825732
15	NDYX	822430	40	NDYX	825739
16	NDYX	822831	41	NDYX	825741
17	NDYX	823945	42	NDYX	825746
18	NDYX	824409	43	NDYX	827846
19	NDYX	824980	44	NDYX	828174
20	NDYX	824982	45	NDYX	830138
21	NDYX	825059	46	NDYX	830139
22	NDYX	825071	47	NDYX	830158
23	NDYX	825075	48	NDYX	830176
24	NDYX	825092	49	NDYX	831035
25	NDYX	825093	50	NDYX	833180